

# Huntsville Minor Hockey Association General By-Law (Constitution)

<b><i>Contents</i></b>	<b><i>Page</i></b>
<b><i>Recitals</i></b>	
<b><i>Section One</i></b>	<b><i>Interpretation</i></b>
1.01	Definitions <span style="float: right;">1-2</span>
1.02	OMHA Manual of Operations <span style="float: right;">2</span>
<b><i>Section Two</i></b>	<b><i>Transaction of the Affairs of the Corporation</i></b>
2.01	Head Office <span style="float: right;">2</span>
2.02	Other Offices <span style="float: right;">2</span>
2.03	Seal <span style="float: right;">2</span>
2.04	Financial Year <span style="float: right;">2</span>
2.05	Execution of Instruments <span style="float: right;">3</span>
2.06	Banking Arrangements <span style="float: right;">3</span>
<b><i>Section Three</i></b>	<b><i>Classes of Membership</i></b>
3.01	General Information <span style="float: right;">3</span>
3.02	Classes of Membership <span style="float: right;">3</span>
3.03	Class 1 Members – Board of Directors <span style="float: right;">3</span>
3.04	Class 2 Members – Team Officials <span style="float: right;">4</span>
3.05	Class 3 Members – Players <span style="float: right;">4</span>
3.06	Class 4 Members – Parents/Guardians <span style="float: right;">4</span>
3.07	Class 5 Members – Affiliate Members <span style="float: right;">4</span>
3.08	Class 6 Members – Members –At- Large <span style="float: right;">4</span>
3.09	Class 7 Members – Honorary Members <span style="float: right;">5</span>
3.10	One Person- One Membership <span style="float: right;">5</span>
3.11	Membership not Transferable <span style="float: right;">5</span>
3.12	Publicizing Membership <span style="float: right;">5</span>
3.13	Termination of Membership <span style="float: right;">5</span>
<b><i>Section Four</i></b>	<b><i>Meeting of Members</i></b>
4.01	Annual General Meeting <span style="float: right;">6</span>
4.02	General & Special Membership Meetings <span style="float: right;">6</span>
4.03	Place of Meetings <span style="float: right;">6</span>
4.04	Notice of Meetings <span style="float: right;">6</span>
4.05	Chairman and Secretary <span style="float: right;">6</span>
4.06	Right to Vote <span style="float: right;">7</span>
4.07	No Proxies <span style="float: right;">7</span>
4.08	Order of Business <span style="float: right;">7</span>
4.09	Votes of Govern <span style="float: right;">7</span>
4.10	Show of Hands <span style="float: right;">7</span>

4.11	Ballots	7-8
4.12	Casting Votes	8
4.13	Adjournment	8
4.14	Procedural Rules	8
<b>Section Five</b>	<b>Directors</b>	
5.01	Number of Directors & Quorum	8
5.02	Composition of Board	8
5.03	Vacation of Board	9
5.04	Power and Duties	9-10
5.05	Election and Term	10
5.06	Vacancies	10
5.07	Regular Meetings	10
5.08	Special Meetings	11
5.09	Place of Meetings	11
5.10	Chairman	11
5.11	Votes of Govern	11
5.12	Procedure at Meetings	11
5.13	No Proxies	11
5.14	Conflict of Interest	11
5.15	Remuneration	12
<b>Section Six</b>	<b>Officers</b>	
6.01	Composition & Election	12
6.02	Term & Vacancy	12
6.03	Vacation of Office	12
6.04	Remuneration	13
6.05	President	13
6.06	Vice-President	13
6.07	Secretary	13
6.08	Treasurer	13-14
6.09	Immediate Past-President	14
6.10	Honorary Officers	14
6.11	Variation of Duties	14
6.12	Agents & Attorneys	14
6.13	Fidelity Bonds	14-15
<b>Section Seven</b>	<b>Protection of Directors and Officers</b>	
7.01	Limitation of Liability	15
7.02	Indemnity	15
7.03	Insurance	15
<b>Section Eight</b>	<b>Executive Committee</b>	
8.01	Composition	16
8.02	Powers & Duties	16
8.03	Quorum	16
8.04	Regular Meeting (calling of)	16

8.05	Special Meeting (calling of)	16-17
8.06	Regular Meetings	17
8.07	Place of Meeting	17
8.08	Chairman	17
8.09	Votes to Govern	17
8.10	No Proxies	17
8.11	Declaration of Interest	17
8.12	Remuneration	18
8.13	Meeting Procedures	18
8.14	Dissolution	18
<b>Section Nine</b>	<b>Other Committees</b>	
9.01	Rules of Procedure	18-19
<b>Section Ten</b>	<b>Auditors</b>	
10.01	Appointment and Remuneration	19
<b>Section Eleven</b>	<b>Disposition of Assets upon Surrender of Letters Patent</b>	
11.01	Asset Disposition	19
<b>Section Twelve</b>	<b>Repeal and Amendment of By-Laws</b>	
12.01	Repeal and Amendment	20
<b>Section Thirteen</b>	<b>Repeal of Former By-Laws</b>	
13.01	Former By-Laws Repealed	20
13.02	Repeal not to affect	20
<b>Section Fourteen</b>	<b>Notices</b>	
14.01	Method of giving Notice	20-21
14.02	Computation of Time	21
14.03	Omissions and Errors	21
14.04	Waiver of Notice	21
<b>Section Fifteen</b>	<b>Languages</b>	
15.01	Publications & Use	21

# Huntsville Minor Hockey Association General By-Law

A By-law relating generally to the organization and the transaction of the affairs of the Huntsville Minor Hockey Association.

Whereas,

- 1) The Huntsville Minor Hockey Association (HMHA) was incorporated under the laws of Canada by letters patent date [REDACTED] and is a Corporation without share capital, which is subject to Part II of the Canada Corporation Act.
- 2) The objects of the HMHA are:
  - a) To arouse an interest in and to foster, teach and perpetuate the sport of amateur hockey within the Town of Huntsville.
  - b) To establish, preserve, maintain and enhance a philosophy of recreational hockey based upon skill development and to provide programs in which each member may maximize their potential as an athlete and a human being.
  - c) To exercise exclusive jurisdiction over all matters pertaining to the participation of HMHA hockey teams in the HMHA House League and within the Province of Ontario, all in accordance with the by-laws, policies rules of the OMHA.
  - d) To seek and accept donation, gifts, legacies and devised in furtherance of its corporate purposes.
- 3) HMHA wishes to pass a general by-law relating to its organization and orderly conduct of its affairs be it enacted as a by-law of HMHA as follows:

## ***Section One***

### ***Interpretation***

#### *1.01 Definitions*

- a) "AGM" means the Annual General Meeting of members
- b) "BOARD" means the Board of Directors of HMHA
- c) "BY-LAWS" means this general by-law as from time to time amended and supplemented by other by-laws
- d) "HMHA" means Huntsville Minor Hockey Association
- e) "CAHA" means Canadian Amateur Hockey Association

- f) "OMHA" means Ontario Minor Hockey Association
- g) "Meeting of Members" includes annual meetings
- h) "Member" means a member of the HMHA holding a class of membership
- i) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- j) "Huntsville" means the Town of Huntsville proper and its boundaries, both Municipal and as defined by the OMHA in its manual of operations.

### *1.02 OMHA Manual of Operations*

In the event of a dispute leading to a conflict between the provisions of by-laws and the OMHA manual of operations then in force, the latter shall prevail, provided the same is not in contravention of the applicable governing laws of Canada and its provinces, whether statutory or otherwise.

## ***Section Two***

### ***Transaction of the Affairs of the Corporation***

#### *2.01 Head Office*

Until changes in accordance with the act, the head office of HMHA shall be at the Huntsville Centennial Centre, 20 Park Drive in the Town of Huntsville, in the Province of Ontario.

#### *2.02 Other Office*

Notwithstanding section 2.01 the Board may establish such other offices as, and wherever, it deems expedient.

#### *2.03 Seal*

HMHA shall have a corporate seal. The Directors may from time to time alter the design on the seal or adopt a new seal.

#### *2.04 Financial Year*

Until otherwise ordered by the Board, the financial year of HMHA shall end on the 31<sup>st</sup> of March of each year.

## *2.05 Execution of Instruments*

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on the behalf of HMHA by the President and one of the Treasurer or a Vice President; in addition, the Board or Executive Committee may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any person authorized to sign an instrument on behalf of HMHA may affix the corporate seal thereto.

## *2.06 Banking Arrangements*

The banking arrangements of HMHA shall be transacted with such chartered banks, as may from time to time be designated by or under the authority of the Board. Such banking business or any instructions or delegations of power as the Board may from time to time prescribe or authorize.

## ***Section Three***

### ***Classes of Membership***

#### *3.01 General Information*

Membership in HMHA may be granted to individuals in-good-standing who shall agree to abide by and comply with the General By-Laws and other policies, rules and guidelines of HMHA.

#### *3.02 Classes of Members*

- a) Class I Board of Directors
- b) Class II Team Officials
- c) Class III Hockey Players
- d) Class IV Parents/Guardians
- e) Class V Affiliate Members
- f) Class VI Members-At-Large
- g) Class VII Honorary Members

#### *3.03 Class I Members – Board of Directors*

- a) Qualification – Class I members are those persons elected to the Board of Directors, or those persons appointed by the Board to fill a vacancy in its number.
- b) Maximum Number – 10-15 (in accordance with 5.01 and 5.02 of this by-law)
- c) Voting – One vote per member.

### *3.04 Class II Members – Team Officials*

- a) Qualification – Class II members are Team Officials including, but not restricted to, Coaches, Managers, Trainers of HMHA teams, as they may be defined from time to time.
- b) Maximum Number – unlimited
- c) Voting – Each HMHA team may have only one voting member who shall be elected by the Class II members of his respective HMHA team. Class II Members may attend all member meetings and by invitation, meeting of the Board of Committees of HMHA.

### *3.05 Class III Members – Hockey Players*

- a) Qualification – Class III members shall be registered players in-good-standing of the HMHA
- b) Voting – No Voting but Class III Members may attend all member meetings and by invitation, meeting of the Board of Committees of HMHA.

### *3.06 Class IV Members – Parent/Guardian*

- a) Qualification – Class IV members shall be the Parents or Legal Guardian of registered players in-good-standing of the HMHA
- b) Voting – Each couple or custodial single parent shall have one vote per player registered and may attend all member meetings and by invitation, meeting of the Board of Committees of HMHA.

### *3.07 Class V Members – Affiliate*

- a) Qualification – Class V members shall be those individuals, businesses, institutions, clubs or entities who provided administrative, financial or other support to HMHA (i.e. team sponsors, ice sponsors, tournament sponsors etc.)
- b) Voting – No Voting but Class V Members may attend all member meetings and by invitation, meeting of the Board of Committees of HMHA.

### *3.08 Class VI Members – Members-At-Large*

- a) Qualification – Class VI members shall be those individuals who demonstrated interest in the affairs of HMHA, have served as volunteers on various committees and/or at various HMHA events, or have performed various HMHA responsibilities (i.e. volunteers, timekeepers, referees etc)
- b) Voting – No Voting but Class VI Members may attend all member meetings and by invitation, meeting of the Board of Committees of HMHA.

### *3.09 Class VII Members – Honorary*

- a) Qualification – Class VII members shall be those individuals who have contributed to the sport of hockey in Huntsville and/or who have made a distinguished contribution to the affairs of HMHA and who have been expressly named by a duly passed resolution of the board.
- b) Voting – No Voting but Class VII Members may attend all member meetings and by invitation, meeting of the Board of Committees of HMHA.

### *3.10 One Person – One Class of Membership*

Although it is possible for a member to be qualified for more than one class of membership in HMHA, no person may hold more than one membership in more than one class of membership. It is, therefore, mandatory that each member shall declare himself, prior to the start of any meeting, and advise the chairman of the membership class he wishes to represent. Once the meeting starts, the member must remain in that class of membership and may not change to another category or class membership.

### *3.11 Membership not Transferable*

The interest of a member in HMHA is not transferable.

### *3.12 Publicizing Membership*

No member or entity whose representative is a member may authorize or permit its sponsors, suppliers or other to advertise or publicize in any way, for promotional purposes, its affiliation with HMHA through such membership, or permit or authorize use, of HMHA official marks, seals, or symbols without prior written consent of HMHA.

### *3.13 Termination of Membership*

Membership in HMHA shall terminate:

- a) If a member resigns by delivering to the Secretary of HMHA his written resignation. The resignation shall take effect at the time of such delivery, unless a later date is specified in the resignation.
- b) Automatically upon a member becoming of unsound mind, as so found by a court in Canada.
- c) Automatically upon a Member obtaining the status of a bankrupt.
- d) Automatically upon there being passed at a Meeting of Members, by at least three-quarter ( $\frac{3}{4}$ ) of the votes cast on the question, a resolution that such member be expelled as a Member prior to expulsion, a member shall have the right to be heard by the Members. Without limitation, a Member may be expelled if in breach of the By-Laws.
- e) Automatically upon the death of a Member.



## ***Section Four***

### ***Meeting of Members***

#### ***4.01 Annual General Meeting***

The AGM shall be held at such time and on such day prior to April 30 in each year as the Board may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, Appointing Auditors, Electing Directors and Officers for the transaction of such other matters as may properly be brought before the meeting.

#### ***4.02 General and Special Membership Meetings***

The President may call a General Membership Meeting at any time. Members may call a Special Membership Meeting or General Membership Meeting at any time providing the reason for such meeting is in writing and on the signature of thirty (30) voting members, and at least 21 days prior to the requested date of said meeting.

#### ***4.03 Place of Meetings***

Meetings of the members shall be held at the Huntsville Centennial Centre or elsewhere as the Board may designate.

#### ***4.04 Notice of Meetings***

Notice of the time and place of each meeting of Members shall be given not less than 14 days before the day on which the meeting is to be held. The notice shall be published in two (2) of the local papers and placed in the Huntsville Arena and through other media as determined from time to time. Notice shall state the general nature of the matters to be considered at the Meeting of Members. Notice of a Special Meeting of Members shall specify clearly the purpose for which the meeting is being called. The only business, which may be, transacted at a Special Meeting of Members is that referred to in the notice.

#### ***4.05 Chairman and Secretary***

The President or in his absence a Vice-President shall be Chairman of any meeting of Members. If no such Officer be present, the Officers or Directors present shall choose one (1) of their number to be Chairman. If the Secretary is absent, the Chairman shall appoint some person to act as Secretary of the meeting.

#### *4.06 Right to Vote*

At any Meeting of Members, the respective voting rights of Members are those set out in the section three.

#### *4.07 No Proxies*

There shall be no proxies at any Meeting of the Members.

#### *4.08 Order of Business*

The Order of Business at any Meeting of Members shall be at the discretion of the Chairman of the meeting. Subject to the aforesaid, the Order of Business shall be as follows:

- a) Call to order.
- b) Reading of notice call the meeting.
- c) Reading and confirming of minutes.
- d) Officers reports.
- e) Committees reports.
- f) Financial report.
- g) Motions
- h) Correspondence.
- i) Nomination of Officers & Directors (only at AGM).
- j) Election of Officers & Directors (only at AGM).
- k) Other Business.
- l) Adjournment.

#### *4.09 Votes to Govern*

At any Meeting of Members, every question shall, unless otherwise required by the By-Laws of HMHA or By-Law, be determined by majority of votes cast on the question.

#### *4.10 Show of Hands*

Any question at a Meeting of Members shall be decided by a show of hands unless a ballot is required or demanded as hereinafter provided. A simple majority shall be sufficient. The result of the vote so taken shall be announced by the Chairman and entered in the minutes of the Meeting. The result of the vote shall be the decision of the members upon the said question.

#### *4.11 Ballots*

The Chairman may require, or any person entitled to vote on the question may demand, a ballot thereon. The result of the ballot shall be the decision of the Members upon said question.

#### *4.12 Casting Vote*

In the case of an equality of votes at any Meeting of Members either upon a show of hands or upon ballot, the Chairman of the Meeting shall be entitled to an additional or casting vote.

#### *4.13 Adjournment*

To the extent applicable and provided same are not of the Meeting and Subject to such conditions as the Meeting may decide, adjourn the Meeting from time to time and from place to place.

#### *4.14 Procedural Rules*

*To the extent applicable and provided same are not inconsistent with the By-Laws, the rules contained in "Call to Order – Meeting Rules and Procedures for Non-Profit Organizations" by Herb Perry shall govern Meetings of Members.*

### **Section Five**

#### **Directors**

##### *5.01 Number of Directors & Quorum*

The affairs of HMHA shall be managed by its Board. Until changed in accordance with the Act, the number of Directors shall be not less than ten (10) or not more than fifteen (15) as may be determined from time to time by special resolution of the Board and as confirmed by the Membership. The position shall be least two Officers, shall constitute a quorum.

##### *5.02 Composition of the Board*

The Board shall consist of the following Directors:

Immediate Past President

President

1<sup>st</sup> Vice-President

2<sup>nd</sup> Vice-President

Secretary

Treasurer

And such additional Directors as are required to fill the remaining Director positions as may be determined from time to time by special resolution of the Board.

### *5.03 Vacation of Office*

The office of a Director shall be vacated upon the occurrence of any of the following events:

- a) If a Director resigns by delivering to the Secretary of HMHA his written resignation. The resignation shall take effect at the time such delivery, unless a later date is specified in the resignation.
- b) Automatically upon a Director obtaining a status of a bankrupt.
- c) Automatically upon a Director becoming of unsound mind, as so found by a court in Canada.
- d) Automatically upon a Director acquiring a criminal conviction.
- e) If passed by at least three quarters ( $\frac{3}{4}$ ) of the votes cast at a duly called Meeting of Members or if passed by at least three quarters ( $\frac{3}{4}$ ) of the votes cast at a duly called Board Meeting, a resolution that such Director be removed as a Director.
- f) Automatically upon a Director being in breach of the By-Laws.
- g) Automatically upon a Director being absent from two (2) consecutive or a total of four (4) Board Meetings during his term, without having given a reasonable explanation to the President, in advance.
- h) Automatically, upon the death of the Director.
- i) If the Office of a Director terminates in accordance with the provisions of this section 5.

### *5.04 Power & Duties*

Without limitation on the powers of the Board to manage the affairs of HMHA, the Board shall:

- a) Assume the responsibility for organizing Minor Hockey in Huntsville, both Recreational and Representative according to regulations & policies of the OMHA, it's affiliated associations or regulatory body such as the CAHA.
- b) Supervise the Executive Committee and from time to time review its actions and decisions.
- c) Control the affairs and conduct the business of HMHA and do all things necessary to ensure receipt of needed revenues and adequate control of projected expenditures.
- d) Engage the persons whom it deems necessary to carry out HMHA's business, determine their remuneration, if applicable, and their conditions of service with power to terminate ant such service.
- e) Receive and act upon all matters of discipline including, but not limited to, all disagreements, grievances, protests, suspensions and unbecoming conduct of its Members wherever dictated by the Manual of Operations of the OMHA or to matters pertaining to the General By-Law, guidelines or policies of HMHA.
- f) Be empowered to establish such standing Committees and ad hoc committees as deemed necessary from time to time, and to appoint the Chairman of such Committees and to alter the composition of Committees

- appointed by it and to terminate appointments of Committee Members or to dissolve such Committees.
- g) Receive reports from and give direction to the Committees of HMHA.
  - h) After soliciting the advice of the relevant Committees of HMHA, determine the size and composition of HMHA teams in the House League and in the OMHA.
  - i) Uphold the By-Law of HMHA and establish, amend or alter policies, as they evolve, to enable HMHA to comply with the aims & objectives described in the By-Law.
  - j) Arrange for and approve all team sponsors and ensure that all fees are made payable to HMHA.
  - k) Arrange all ice times and approve all practice times, games and tournaments for all HMHA teams.
  - l) Fill any vacancy, which may occur in its number.
  - m) Review at least once annually the General By-Law and the Policies and Guidelines of HMHA, and recommend any changes.
  - n) Determine registration procedures, fees, dues, assessments, charges and other budgetary requirements, on an on-going basis and administer and control monies, funds, donations and investments of HMHA.
  - o) Subject to governing law, purchase and maintain such insurance as determined by the OMHA.

#### *5.05 Election & Term*

The Directors shall be elected at each AGM to hold office until the next AGM, save the position of President, which is a two (2) year term. Election shall be by ballot and a simple majority shall carry. Retiring Directors shall be eligible for re-election if qualified.

#### *5.06 Vacancies*

Vacancies on the Board may be filled by appointment at a Special Meeting of the Board provided the remaining Directors constitute a quorum.

#### *5.07 Regular Meetings*

Board Meetings shall be held monthly at the call of the President. Notice shall be given to each Director by the Secretary at least fourteen (14) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors present or if those absent waive notice or otherwise signify their consent to such meeting being held. The Board appoint a day or days in any month or months for regular meetings at a specific place and hour.

### *5.08 Special Meetings*

A Special Meeting of the Board may be held from time to time at the call of the President or at least 1/3 of the Directors who sign a request for the same deliver it to the Secretary. Notice must comply with the time period referred to in section 5.07 and must specify clearly the purpose for which the meeting is being called. The only business, which may be transacted at a special meeting, is that referred to in the notice.

### *5.09 Place of Meetings*

Meetings of the Board shall be held at the Huntsville Centennial Centre or elsewhere in Huntsville as the President and Secretary determine.

### *5.10 Chairman*

The President or in his absence, a Vice-President, shall be Chairman of any meeting of Directors.

### *5.11 Vote to Govern*

At all meetings of the Board, every question shall be decided by a simple majority of the votes cast on the question; and, in case of a equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

### *5.12 Procedure at Meetings*

The order of business at any meeting shall be at the discretion of the Chairman of the meeting to the extent applicable and provided same are not inconsistent with the By-Laws. The rules contained in "Call to Order – Meeting Rules and Procedures for Non-profit Organizations" by Herb Perry shall govern Board Meetings.

### *5.13 No Proxies*

No Director may appoint a proxy to represent him for any reason whatsoever.

### *5.14 Conflict of Interest*

Any Director should declare to the Board any actual or perceived conflict of interest pertaining to any matter undertaken by the Board and/or Corporation, previous to said undertaking; and that Director must refrain from discussing or voting on said undertaking. Necessary action regarding any conflict of interest may be determined by the Board.

### *5.15 Remuneration*

Directors shall receive declare to the Board any actual or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. They shall be paid reasonable out-of-pocket expenses properly incurred by them in carrying out business on behalf of HMHA and as approved by the Board.

## ***Section Six***

### ***Officers***

#### *6.01 Composition & Election*

Officers shall be the following elected Directors of HMHA:

- a) President
- b) 1<sup>st</sup> Vice-President
- c) 2<sup>nd</sup> Vice President
- d) Treasurer
- e) Secretary

#### *6.02 Term & Vacancy*

Save for the office of President, which carries a two (2) year term. Officers shall hold office until the next AGM. All retiring Officers, if qualified, may seek re-election; provided, however, the President shall not hold his office for more than two (2) consecutive two (2) year terms. Any vacancy occurring in respect of an office may be filled at any time by the Board.

#### *6.03 Vacation of Office*

The office of an Officer shall be vacated upon the occurrence of any of the following events:

- a) If an Officer resigns by delivering to the Secretary of HMHA his written resignation. The resignation shall take effect at the time such delivery, unless a later date is specified in the resignation.
- b) Automatically upon an Officer ceasing to be a Director of HMHA.
- c) Automatically upon an Officer becoming of unsound mind, as so found by a court in Canada.
- d) Automatically upon an Officer obtaining the status of a bankrupt.
- e) Automatically upon an Officer acquiring a criminal conviction.
- f) Automatically upon there being passed, at a Meeting of Members, by at least three-quarters (3/4) of the votes cast on the question, a resolution that such Officer be removed. Without limitation, an Officer may be removed if he is in breach of By-Laws; and
- g) Automatically upon the death of an Officer.

#### *6.04 Remuneration*

The Officers shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The Officers shall be paid their traveling and other out-of-pocket expenses properly incurred by them in carrying out their duties. No confirmation by the Members of any such payment shall be required.

#### *6.05 President*

The President shall preside at all Meetings of Members of HMHA and of its Board and Executive Committee. In addition, he shall:

- a) Be chief spokesperson for HMHA
- b) Supervise the general management of HMHA in accordance with the By-Laws
- c) Ensure that all orders and resolutions of the Board and Executive Committee are carried into effect; and
- d) Perform such other duties as may be assigned to him by the Members, the Board or the Executive Committee or may be incidental to his office or provided for in the By-Laws.

#### *6.06 Vice-President*

During the absence or disability of the President, the Vice-President (or if such is the case, one of them appointed by the Executive Committee) shall be vested with all powers of, and shall perform all the duties of, the President. The Vice-Presidents shall have such other powers and duties, if any, as may from time to time be assigned to them by the Members or the Board or the Executive Committee.

#### *6.07 Secretary*

The Secretary shall attend all meetings of the Executive Committee and the Board and Meeting of Members and act as Secretary thereof and record all votes and minutes of all proceedings of such meetings in then books to be given notice of all that purpose. He shall give or cause to be given notice of all Meetings of Members and meetings of the Board and the Executive Committee and shall keep, or cause to be kept, all books and shall perform such other duties which are usually performed by the secretary or Honorary Secretary of similar entities. He shall be the custodian of the seal of HMHA.

#### *6.08 Treasurer*

The Treasurer shall attend all meetings of the Executive Committee and the Board and Meeting of Members and shall apprise HMHA on a regular basis of its financial standing.

The Treasurer shall exercise direct and supervisory powers in respect of:



- a) Maintaining the custody of HMHA funds and securities.
- b) Keeping full and accurate accounts of receipts and disbursements in books belonging to HMHA.
- c) Depositing all money and other valuable securities or depositories as may be designated by the Board from time to time.
- d) Disbursing funds of HMHA upon the direction of the Board and its duly constituted committees and taking proper vouchers for such disbursements.
- e) Rendering to the President,, Board and Executive Committee, upon request, books and accounts kept under his supervision.

He shall also perform such other duties prescribed by the By-Laws or as may from time to time be determined by the Board or Executive Committee, or as are usually performed by the Treasurer of similar entities. He may be required to give such bond for the faithful performance of his duties as the Board, in its uncontrolled discretion, may require.

Upon retirement or removal from office, he shall immediately return to HMHA all books, papers, vouchers, money and other records or property in his possession or under his control, belonging to HMHA.

#### *6.09 Immediate Past-President*

The Immediate Past-President shall have such powers and duties, if any, as may from time to time be assigned to him by the Members, Board or Executive Committee.

#### *6.10 Honorary Officers*

Honorary Officers may from time to time be appointed by the Members upon the recommendation of the Board and with such duties as are determined by the Board. Such appointments may be for life, but not necessarily be for life.

#### *6.11 Variation of Duties*

From time to time the Members, Board or Executive Committee may vary, add to or limit the powers and duties of any Officer.

#### *6.12 Agents & Attorneys*

The Board or Executive Committee shall power form time to time to appoint agents or attorneys for HMHA with such powers of management or otherwise (including the power to appoint) as may be thought fit.

#### *6.13 Fidelity Bonds*

The Board or Executive Committee may require such Officers, employees and agents of HMHA as the Board or Executive Committee deems advisable to

furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board or Executive Committee may from time to time prescribe. However, the Board and Executive Committee shall not be liable for failure to require any bond or any type of indemnity or for the insufficiency thereof.

## ***Section Seven***

### ***Protection of Directors and Officers***

#### ***7.01 Limitation of Liability***

No Director or Officer of HMHA shall be liable for the acts, neglects or defaults of any other Director or Officer or employee, or any loss, damage or expense happening to HMHA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of HMHA or for the insufficiency or deficiency of any security in or upon which any moneys of HMHA shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of HMHA shall be deposited, or for any loss occasioned by an error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own willful neglect or default.

#### ***7.02 Indemnity***

Every Director and Officer of HMHA and his heirs, Executors and Administrators and estate and effects, respectively, shall from time to time and at all time be indemnified and saved harmless out of funds of HMHA from and against:

- a) All cost, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and;
- b) All other cost, charges and expenses that he sustains or incurs in or about or in relation to the affairs of HMHA.

#### ***7.03 Insurance***

Subject to governing law, HMHA may purchase and maintain such insurance for the benefit of any person referred to in this section as the Board may from time to time determine.

## ***Section Eight***

### ***Executive Committee***

#### ***8.01 Composition of Executive Committee***

The Executive Committee shall consist of the following persons, all of whom shall be ex officio members of the Executive Committee:

- a) Each Officer of HMHA referred to in section 6.01
- b) The Immediate Past-President of HMHA.

#### ***8.02 Powers and Duties***

Under the supervision of the Board, the Executive Committee shall manage the affairs of HMHA and, in furtherance of the aforesaid and without limitation, it shall:

- a) Be responsible for the transaction of all business requiring the attention of HMHA between Board meetings.
- b) Report to the Board after each Executive Committee Meeting at the next Board Meeting.
- c) Exercise such other powers and duties as are assigned to it by the By-Laws.

#### ***8.03 Quorum***

Four (4) members of the Executive Committee shall constitute a quorum.

#### ***8.04 Calling of Regular Meetings***

Meeting of the Executive Committee shall be held when necessary at a time and place determined by the President or Secretary. Notwithstanding the aforesaid, at least six (6) meeting shall be held in every calendar year. Notice of the time and place of every meeting so called shall be given to each member of the Executive Committee not less than seven (7) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the members of the Executive Committee are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

#### ***8.05 Calling of Special Meetings***

A special meeting of the Executive Committee may be held from time to time at the call of the President or of at least four (4) members of the Executive Committee who sign a request for the same and deliver it to the Secretary. The notice for such a meeting shall be given to each member of the Executive Committee not less than 12 hours before the time when the meeting is to be

held and must specify clearly the purpose for which the meeting is being called. The only business which may be transacted at a special meeting is the referred to in the notice. The waiver provisions of section 8.04 apply, mutates mutandis, to a special meeting.

#### *8.06 Regular Meetings*

The Executive Committee may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the Executive Committee fixing the place and time of regular meetings of the Executive Committee shall be sent to each member thereof forthwith after being passed, but no other notice shall be required for any such regular meeting.

#### *8.07 Place of Meetings*

Meeting of the Executive Committee shall be held at the Huntsville Centennial Centre or elsewhere in Huntsville as the Executive Committee determines.

#### *8.08 Chairman*

The President or, in his absence, any Officer designated by the President or the Board shall be Chairman of any meeting of the Executive Committee; and if no Officer be present, the members present shall choose one (1) of their number to be Chairman.

#### *8.09 Vote to Govern*

At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast on the question; and in case of equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

#### *8.10 No Proxies*

No member of the Executive Committee may appoint a proxy to represent him for any reason whatsoever.

#### *8.11 Declaration of Interest*

It shall be the duty of every member of the Executive Committee of HMHA who is any actual or perceived conflict of interest pertaining to any matter undertaken by the HMHA, to declare such interest, pervious to said undertaking. That Executive Committee Member must refrain from discussing or voting on said undertaking. Necessary action regarding any conflict of interest may be determined by the Executive Committee.

### *8.12 Remuneration*

Members of the Executive Committee shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office. The members of the Executive Committee shall be paid their traveling and other out-of-pocket expenses properly incurred by them in attending meetings of the Executive Committee or in carrying out business on behalf of HMHA. No confirmation by the Members of any such payment shall be required.

### *8.13 Meeting-Procedure*

The Executive Committee may formulate its own rules of procedure, subject to provisions of the By-Laws and such regulations or directions as the Board may from time to time make.

Notwithstanding the aforesaid,

- a) The Secretary, if present, shall be the Secretary at meetings.
- b) The order of any business at any meeting shall be at the discretion of the Chairman of the Meeting.
- c) To extent applicable and provided same are not inconsistent with the By-Laws, the rules contained "Call to Order – Meeting Rules and Procedures for Non-Profit Organizations" by Herb Perry shall govern meetings of the Executive Committee.

### *8.14 Dissolution*

The Board may dissolve the Executive Committee by a simple majority vote.

## ***Section Nine***

### ***Other Committees***

#### *9.01 Rules of Procedure*

Any committee (other the Executive Committee which is governed by the provisions of Section Eight) appointed by the Board pursuant to Section Five, or by the Executive Committee pursuant to Section Eight, may formulate its own rules of procedure, subject to the provisions of the By-Laws and such regulations or directions as the Board or Executive Committee may from time to time make.

Notwithstanding the aforesaid,

- a) Any meeting of a Committee shall be called by its Chairman.
- b) A special meeting of a Committee may be called by the President at anytime. The only business which may be transacted at a special meeting is that referred to in the notice calling same.

- c) No meeting of a Committee may be held without written notice being given thereof, save that same is not necessary if all members of the Committee are present or if those absent waive notice or otherwise signify their consent to such meeting being held.
- d) The greater of three (3) persons and a majority of the numbers of members of any committee shall constitute a quorum.
- e) At all meetings of any Committee, every question shall be decided by a majority of the votes cast on the question; and, in case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting votes.
- f) Unless specifically excluded by the terms of appointment of the committee, the President and Immediate Past-President HMHA shall be ex officio members of each committee to which they are not specifically appointed.
- g) The order of business at any Committee meeting shall be at the discretion of its Chairman.
- h) Proxies shall not be honoured at any meeting, and
- i) To the extent applicable and provided same are not inconsistent with the By-Laws, the rules contained in Call to Order – Meeting Rules and Procedures for Non-Profit Organizations” by Herb Perry shall govern meetings of Committees.

## ***Section Ten***

### ***Auditors***

#### ***10.01 Appointment and Remuneration***

The Members shall at each Annual Meeting of Members appoint an auditor to audit the accounts of HMHA and to hold office until the next Annual Meeting of Members, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board.

## ***Section Eleven***

### ***Disposition of Assets upon Surrender of Letters Patent***

#### ***11.01 Asset Disposition***

Upon HMHA resolving to surrender its Letters Patent, its assets shall distributed, or disposed of, to a club, society or association, the primary purpose and function of which is the promotion of recreational amateur sport in Huntsville.

## ***Section Twelve***

### ***Repeal and Amendment of By-Laws***

#### ***12.01 Repeal and Amendment***

The By-Laws of HMHA may be repealed or amended By-Law enacted by majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least two thirds (2/3) of the Members at a special Meeting of Members duly called for the purpose of considering the said By-Law; provided that the enactment, repeal or amendment of such By-Law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

## ***Section Thirteen***

### ***Repeal of Former By-Laws***

#### ***13.01 Former By-Laws Repealed***

*Effective upon the approval of this By-Law the Minister of Consumer and Corporate Affairs, all other By-Laws, resolutions or other enactments of HMHA inconsistent with this By-Law are repealed.*

#### ***13.02 Repeal Not to Affect***

Such repeal shall not affect the previous operation of any By-Law so repealed or affect the validity of any act done, or of any right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or validity of any predecessor Letter Patent of HMHA obtained pursuant to any such By-Law prior to its repeal. All Officers and persons acting under any By-Law so repealed such By-Law and all resolutions of the Members or the Board or a Committee of HMHA with continuing effect passed under any repealed By-Law shall continue to be good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

## ***Section Fourteen***

### ***Notices***

#### ***14.01 Method of Giving Notice***

Other than notice of meetings, any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Letter Patent, the By-Laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given if delivered to his last address as recorded in the books of HMHA or if mailed by prepaid ordinary mail, or airmail addressed to him at his last address as recorded in the books of HMHA or if sent

to him at his said address by any means of transmitted or recorded communication. The Secretary may change the address on HMHA books of any Member, Director, Officer or Auditor in accordance with any information believed to him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited un a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

#### *11.01 Computation of Time*

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

#### *11.02 Omission and Errors*

The accidental omission to give any notice to any Member, Director Officer or Auditor or the non-receipt of any notice by any Member, Director, Officer or Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

#### *11.03 Waiver of Notice*

Any member (or his duly appointed proxy), Director, Officer, or Auditor may waive any notice required to be given to him under any provision of the Act or the Letters Patent or the By-Laws of HMHA, and such waiver, whether given before or after the meeting or event of which notice is required to be given, shall cure any default in giving such notice.

### ***Section Fifteen***

#### ***Languages***

##### *15.01 Publication and Use*

The By-Laws shall be published in English and this language will be used in the affairs, business and activities of HMHA.



Approved by the Board of Directors of Huntsville Minor Hockey Association at the Town of Huntsville, District Municipality of Muskoka this 3<sup>rd</sup> day of March 1993.

William Thomas Earl – President

William Ronald Nunn – Past President

John William Spring – 1<sup>st</sup> Vice President

Bruce Paul Tovee – 2<sup>nd</sup> Vice President

John Ross Bagshaw – Treasurer

Deborah Elizabeth Demers – Secretary

Ronald Ernest Holinshead – Director

Joanne Shirliff – Director

Ross Arrol Adams – Director

Randolph Alan Sova – Director

Blair Blakley McCann – Director

Lynda Doreen West – Director

Approve by the voting members at the Annual General Meeting of Huntsville Minor Hockey Association held at the town of Huntsville, District Municipality of Muskoka this 3<sup>rd</sup> day of March 1993.

Deborah Elizabeth Demers – Secretary

Approved by the Board of Directors of the Huntsville Minor Hockey Association at the Town of Huntsville, District Municipality of Muskoka this 3rd day of March 1993.

William T. Earl  
William Thomas Earl - President

Ronald Ernest Holinshead  
Ronald Ernest Holinshead - Director

William Ronald Nunn  
William Ronald Nunn - Past President

Joanne Shirliff  
Joanne Shirliff - Director

John William Spring  
John William Spring - 1st Vice President

Ross Arrol Adams  
Ross Arrol Adams - Director

Bruce Paul Tovee  
Bruce Paul Tovee - 2nd Vice President

Randolph Alan Sova  
Randolph Alan Sova - Director

John Ross John Bagshaw  
John Ross John Bagshaw - Treasurer

Blair Blakley McCann  
Blair Blakley McCann - Director

Deborah Elizabeth Demers  
Deborah Elizabeth Demers - Secretary

Lynda Doreen West  
Lynda Doreen West - Director

Robert John Demers  
Robert John Demers - Director

Approved by the voting members at the Annual General Meeting of Huntsville Minor Hockey Association held at the town of Huntsville, District Municipality of Muskoka this 3rd day of March 1993.

Deborah Elizabeth Demers  
Deborah Elizabeth Demers - Secretary